

LaMonica Herbst & Maniscalco, LLP
3305 Jerusalem Avenue Ste 201
Wantagh, NY 11793
Attn: Joseph S. Maniscalco, Esq.
Telephone: (516) 826-6500

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:

BH SUTTON MEZZ LLC,

Chapter 11
Case No.: 16-10455 (SHL)

Debtor.

-----X

DECLARATION PURSUANT TO LOCAL RULE 1007-1(b)

BH Sutton Mezz LLC, (the "Debtor") the Debtor herein, by Joseph Beninati, the managing member of the Debtor, declares under penalty of perjury pursuant to 28 U.S.C. § 1746 that the following is true and correct:

1. The Debtor filed a petition under Chapter 11 of the Bankruptcy Code on February 26, 2016.
2. Schedule(s) A, B, D, E, F, G, H were not filed at the time of filing of the said petition, and are being filed herewith.
3. The Statement of Financial Affairs, and Declaration Under Penalty of Perjury for Non-Individual Debtors were also not filed at the time of filing of the said petition, and are being filed herewith.
4. The following creditors and notice parties are being added to the creditor matrix previously filed with the court:

Creditors being added to the Creditor Matrix:

Belkin Burden Wenig & Goldman
270 Madison Avenue
New York, NY 10016

Code Consultants Inc.
2043 Woodland Pkwy Ste 300
Saint Louis, MO 63146

Eastern Consolidated
355 Lexington Avenue
New York, NY 10017

Eiseman Levine
805 Third Avenue
New York, NY 10022

Jones Lang LaSalle Americas
c/o Barry E. Lichtenberg
200 Liberty Street 30th Fl.
New York, NY 10281

LJC Dismantling Corp
415-A Meacham Avenue
Elmont, NY 11003

Morrison & Foerster LLP
120 Eagle Rock Road Ste 310
East Hanover, NJ 07936

Pillori Associates P.A.
333 Meadowlands Pkwy Ste 102
Secaucus, NJ 07094

Sutton 58 Associates LLC
Attn.: Richard Kalikow
101 Park Avenue Ste 2602
New York, NY 10178

Sutton 58 Owner LLC
500 West Putnam Avenue
Greenwich, CT 06830

The Law Firm of Elias Schwartz
343 Great Neck Road
Great Neck, NY 11021

Thornton Tomasetti Inc.
PO Box 781187
Philadelphia, PA 19178-1187

Notice Parties being added to the Creditor Matrix:

AAI Architects, P.C.
Nick Zigomanis, Vice President
14 Wall Street- 2 Fl.
New York, NY 10005

Intralinks, Inc.
Attn: Gary Urivetzky
150 East 42nd Street
New York, NY 10017

Kramer Levine Naftalis
Attn: Adam C. Rogoff, Esq.
1177 Avenue of the Americas
New York, NY 100036

Kramer Levine Naftalis
Attn: P. Bradley O'Neill, Esq.
1177 Avenue of the Americas
New York, NY 100036

Valer Enterprises, Inc.
Michael Ashkenas
1170 Lincoln Ave Ste 1
Holbrook, NY 11741

5. The following creditor is being removed from the creditor matrix previously filed with the court:

Time Warner Cable
PO Box 11820
Newark, NJ 07101

6. No other creditors or notice parties are being added to or removed from the creditor matrix previously filed with the court.

Dated: April 6, 2016

s/ Joseph Beninati
Joseph Beninati
Managing Member of BH Sutton Mezz LLC

Fill in this information to identify the case:

Debtor name BH Sutton Mezz LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) 16-10455-SHL

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☒ Amended Schedule **Chapter 11 List of 20 Largest U/S Claims**
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 6, 2016

X /s/ Joseph Beninati

Signature of individual signing on behalf of debtor

Joseph Beninati

Printed name

Managing Member

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **BH Sutton Mezz LLC**
United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**
Case number (if known): **16-10455-SHL**

☐ Check if this is an
amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
AAI Architects PC 401 Wellington St W. 3rd Fl M5V 1E7, Canada Toronto, ON		Trade Debt				\$183,573.10
Adam Hakim 9 Dawson Court Purchase, NY 10604		Trade Debt				\$250,000.00
Bryan Cave LLP 1290 Ave of the Americas New York, NY 10104		Legal Services				\$202,753.92
Corcoran Sunshine 660 Madison Avenue 12th Fl. New York, NY 10065		Trade Debt				\$440,000.00
Cosentini Consulting Engineers PO Box 911669 Denver, CO 80291		Trade Debt				\$150,049.65
DeSimone Consulting Engineering Group LLC 18 West 18th St 10th Fl New York, NY 10011		Trade Debt				\$84,637.16
Eastern Consolidated 355 Lexington Avenue New York, NY 10017		Brokerage services				\$335,321.00
FP Architects New York Inc. 300 West 57th Street New York, NY 10019		Trade Debt	Disputed			\$1,061,126.00

Debtor **BH Sutton Mezz LLC**
Name

Case number (if known) **16-10455-SHL**

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Herrick, Feinstein LLP Attn: Richard Kalikow 2 Park Ave 21st Fl. New York, NY 10016		Legal Services	Disputed			\$145,455.73
Jones Lang LaSalle Americas c/o Barry E. Lichtenberg 200 Liberty Street 30th Fl. New York, NY 10281		Trade Debt	Disputed			\$1,892,250.00
Langan Engineering Environmental PO Box 536403 Pittsburgh, PA 15253		Trade Debt				\$99,154.50
LJC Dismantling Corp 415-A Meacham Ave Elmont, NY 11003		Trade Debt				\$399,505.70
Muchnick, Golieb & Golieb PC 200 Park Ave S Ste 1700 New York, NY 10003		Legal Services				\$47,800.00
Pembroke & Ives Luxurious Interiors LLC 330 West 38th St Ste 1001 New York, NY 10018		Trade Debt				\$558,966.23
Prime Alliance Group, Ltd. 229 Linwood Avenue Cedarhurst, NY 11516		Loan				\$50,000.00
Rick Stafford Interstate 20 W36th St 10 Fl N New York, NY 10018		Trade Debt				\$74,500.00
Steve Meister, Esq. Meister Seelig & Fein LLP 125 Park Ave 7th Fl. New York, NY 10017		Legal Services				\$44,160.75
The Marino Organization Inc. 747 Third Ave 18th Fl New York, NY 10017		Trade Debt				\$60,000.00

Debtor **BH Sutton Mezz LLC**
Name

Case number (if known) **16-10455-SHL**

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Thornton Tomasetti Inc. PO Box 781187 Philadelphia, PA 19178-1187		Trade Debt	Disputed			\$42,526.07
Tishman Construction Corp NY 100 Park Ave 5th Fl New York, NY 10017		Trade Debt				\$80,000.00

Fill in this information to identify the case:

Debtor name BH Sutton Mezz LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORKCase number (if known) 16-10455-SHL☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)

1a. Real property:

Copy line 88 from Schedule A/B..... \$ 181,000,000.00

1b. Total personal property:

Copy line 91A from Schedule A/B..... \$ 60,000.00

1c. Total of all property:

Copy line 92 from Schedule A/B..... \$ 181,060,000.00

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D..... \$ 20,000,000.00

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 5a of Schedule E/F..... \$ 0.00

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F..... +\$ 6,643,979.794. Total liabilities
Lines 2 + 3a + 3b\$ 26,643,979.79

Fill in this information to identify the case:

Debtor name **BH Sutton Mezz LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**Case number (if known) **16-10455-SHL**☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- ☒ No. Go to Part 2.
☐ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- ☒ No. Go to Part 3.
☐ Yes Fill in the information below.

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. **Accounts receivable**

11a. 90 days old or less:	<u>50,000.00</u>	-	<u>0.00</u>	=	<u>\$50,000.00</u>
	face amount		doubtful or uncollectible accounts		

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$50,000.00**Part 4: Investments**

13. Does the debtor own any investments?

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

Debtor BH Sutton Mezz LLC
Name

Case number (if known) 16-10455-SHL

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☐ No. Go to Part 8.
☒ Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture Printers, fax machines, computers and computer monitors	\$0.00		\$10,000.00

40. Office fixtures

41. Office equipment, including all computer equipment and communication systems equipment and software

42. Collectibles *Examples:* Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$10,000.00

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☒ No
☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☐ No. Go to Part 10.
☒ Yes Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Debtor **BH Sutton Mezz LLC**
Name

Case number (if known) **16-10455-SHL**

Description and location of property
Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available).

Nature and extent of debtor's interest in property

Net book value of debtor's interest
(Where available)

Valuation method used for current value

Current value of debtor's interest

55.1. **The Debtor owns 100% of the membership interest in Sutton 58 Owner LLC which owns several real properties.**

Fee simple

\$0.00

Appraisal

\$181,000,000.00

56. **Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$181,000,000.00

57. **Is a depreciation schedule available for any of the property listed in Part 9?**

☒ No
☐ Yes

58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**

☒ No
☐ Yes

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

☐ No. Go to Part 11.
☒ Yes Fill in the information below.

General description

Net book value of debtor's interest
(Where available)

Valuation method used for current value

Current value of debtor's interest

60. **Patents, copyrights, trademarks, and trade secrets**

61. **Internet domain names and websites**

62. **Licenses, franchises, and royalties**
Demolition Permits

Unknown

Unknown

63. **Customer lists, mailing lists, or other compilations**

64. **Other intangibles, or intellectual property**
Building, predevelopment design materials

Unknown

Unknown

Litigation claims against Sutton 58 Associates LLC and others

Unknown

Unknown

65. **Goodwill**

Debtor BH Sutton Mezz LLC
Name

Case number (If known) 16-10455-SHL

66. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$0.00

67. **Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?**

- ☒ No
☐ Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

- ☒ No
☐ Yes

69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**

- ☒ No
☐ Yes

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
☐ Yes Fill in the information below.

Debtor BH Sutton Mezz LLC
Name

Case number (if known) 16-10455-SHL

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1	\$0.00	
81. Deposits and prepayments. Copy line 9, Part 2.	\$0.00	
82. Accounts receivable. Copy line 12, Part 3.	\$50,000.00	
83. Investments. Copy line 17, Part 4.	\$0.00	
84. Inventory. Copy line 23, Part 5.	\$0.00	
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$10,000.00	
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$0.00	
88. Real property. Copy line 56, Part 9.....>		\$181,000,000.00
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$0.00	
90. All other assets. Copy line 78, Part 11.	+ \$0.00	
91. Total. Add lines 80 through 90 for each column	\$60,000.00	+ 91b. \$181,000,000.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$181,060,000.00

Fill in this information to identify the case:

Debtor name **BH Sutton Mezz LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**Case number (if known) **16-10455-SHL**☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

2.1 Sutton 58 Associates LLC

Creditor's Name

Attn: Richard Kalikow
101 Park Avenue Suite
2602
New York, NY 10178

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☒ No
- ☐ Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien

The Debtor owns 100% of the membership interest in Sutton 58 Owner LLC which owns several real properties.

Describe the lien

Mezzanine Loan

Is the creditor an insider or related party?

- ☒ No
- ☐ Yes
- Is anyone else liable on this claim?
- ☒ No
- ☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

- ☒ Contingent
- ☒ Unliquidated
- ☒ Disputed

Column A

Amount of claim

Do not deduct the value of collateral.

\$20,000,000.00

Column B

Value of collateral that supports this claim

\$181,000,000.00

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$20,000,000.00**Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

Eastdil Secured
Attn: Douglas L. Harmon
40 West 57th Street 22nd Fl.
New York, NY 10019

Line **2.1**

Debtor BH Sutton Mezz LLC

Name

Case number (if know)

16-10455-SHL

Kramer Levin Naftalis
Attn: Tzvi Rokeach, Esq.
1177 Avenue of the Americas
New York, NY 10036

Line 2.1

Kramer Levin Naftalis
Attn: P. Bradley O'Neill, Esq.
1177 Avenue of the Americas
New York, NY 10036

Line 2.1

Kramer Levin Naftalis
Attn: Adam C. Rogoff, Esq.
1177 Avenue of the Americas
New York, NY 10036

Line 2.1

Fill in this information to identify the case:

Debtor name **BH Sutton Mezz LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**Case number (if known) **16-10455-SHL**☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1	Nonpriority creditor's name and mailing address AAI Architects PC 401 Wellington St W. 3rd Fl M5V 1E7, Canada Toronto, ON Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$183,573.10
3.2	Nonpriority creditor's name and mailing address Adam Hakim 9 Dawson Court Purchase, NY 10604 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$250,000.00
3.3	Nonpriority creditor's name and mailing address Belkin Burden Wenig & Goldman 270 Madison Ave New York, NY 10016 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$295.00
3.4	Nonpriority creditor's name and mailing address Bryan Cave LLP 1290 Ave of the Americas New York, NY 10104 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$202,753.92

Debtor **BH Sutton Mezz LLC**
NameCase number (if known) **16-10455-SHL**

3.5	Nonpriority creditor's name and mailing address Code Consultants Inc. 2043 Woodland Pkwy Ste 300 Saint Louis, MO 63146 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,500.00
3.6	Nonpriority creditor's name and mailing address ConEdison JAF Station PO Box 1702 New York, NY 10116 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Utility Invoice</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$600.00
3.7	Nonpriority creditor's name and mailing address Control Point Associates Inc. 35 Technology Drive Warren, NJ 07059 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$14,250.00
3.8	Nonpriority creditor's name and mailing address Corcoran Sunshine 660 Madison Avenue 12th Fl. New York, NY 10065 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$440,000.00
3.9	Nonpriority creditor's name and mailing address Cosentini Consulting Engineers PO Box 911669 Denver, CO 80291 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$150,049.65
3.10	Nonpriority creditor's name and mailing address DeSimone Consulting Engineering Group LLC 18 West 18th St 10th Fl New York, NY 10011 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$84,637.16
3.11	Nonpriority creditor's name and mailing address Douglas Elliman LLC 712 Fifth Ave 10th Fl New York, NY 10019 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$40,000.00

Debtor **BH Sutton Mezz LLC**
NameCase number (if known) **16-10455-SHL**

3.12	Nonpriority creditor's name and mailing address Eastern Consolidated 355 Lexington Avenue New York, NY 10017 Date(s) debt was Incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Brokerage services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$335,321.00
3.13	Nonpriority creditor's name and mailing address Eiseman Levine 805 Third Avenue New York, NY 10022 Date(s) debt was Incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$37,600.00
3.14	Nonpriority creditor's name and mailing address Entek Engineering LLC 166 Ames St. Hackensack, NJ 07601 Date(s) debt was Incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$30,000.00
3.15	Nonpriority creditor's name and mailing address FP Architects New York Inc. 300 West 57th Street New York, NY 10019 Date(s) debt was Incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,061,126.00
3.16	Nonpriority creditor's name and mailing address Herrick, Feinstein LLP Attn: Richard Kalikow 2 Park Ave 21st Fl. New York, NY 10016 Date(s) debt was Incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$145,455.73
3.17	Nonpriority creditor's name and mailing address Intralinks Inc. PO Box 392134 Pittsburgh, PA 15251-9134 Date(s) debt was Incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,412.66
3.18	Nonpriority creditor's name and mailing address J.J. Bonamsusa & Associates 200 West 58th Street New York, NY 10119 Date(s) debt was Incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$32,500.00

Debtor **BH Sutton Mezz LLC**

Case number (if known)

16-10455-SHL

3.19	Nonpriority creditor's name and mailing address JAL 58 LLC c/o Levy Properties 60 E 42nd St Ste 1651 New York, NY 10165 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$5,400.00
3.20	Nonpriority creditor's name and mailing address JAM Consultants Inc. 104 West 29th St 19th Fl. New York, NY 10001 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,600.00
3.21	Nonpriority creditor's name and mailing address James F. Capalino Assoc. Inc. The Woolworth Bldg 233 Broadway Ste 710 New York, NY 10279 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$40,000.00
3.22	Nonpriority creditor's name and mailing address JM2 Architecture P.C. 2410 North Ocean Ave Ste 300 Farmingville, NY 11738 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$26,903.87
3.23	Nonpriority creditor's name and mailing address Jones Lang LaSalle Americas c/o Barry E. Lichtenberg 200 Liberty Street 30th Fl. New York, NY 10281 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,892,250.00
3.24	Nonpriority creditor's name and mailing address Langan Engineering Environmental PO Box 536403 Pittsburgh, PA 15253 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$99,154.50
3.25	Nonpriority creditor's name and mailing address LJC Dismantling Corp 415-A Meacham Ave Elmont, NY 11003 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$399,505.70

Debtor **BH Sutton Mezz LLC**

Name

Case number (if known)

16-10455-SHL

3.26	Nonpriority creditor's name and mailing address Morrison & Foerster LLP 120 Eagle Rock Rd Ste 310 East Hanover, NJ 07936 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$4,521.54
3.27	Nonpriority creditor's name and mailing address Muchnick, Golieb & Golieb PC 200 Park Ave S Ste 1700 New York, NY 10003 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$47,800.00
3.28	Nonpriority creditor's name and mailing address New York Immigration Fund LLC 267 Broadway 2nd Fl New York, NY 10007 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$31,342.50
3.29	Nonpriority creditor's name and mailing address NRAI Inc. PO Box 4349 Carol Stream, IL 60197 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$162.00
3.30	Nonpriority creditor's name and mailing address NYC Water Board PO Box 11863 Newark, NJ 07101 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Utility</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$13.48
3.31	Nonpriority creditor's name and mailing address OVE Arup & Partners PC 77 Water St 5th Fl. New York, NY 10005 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$13,160.00
3.32	Nonpriority creditor's name and mailing address Pembroke & Ives Luxurious Interiors LLC 330 West 38th St Ste 1001 New York, NY 10018 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$558,966.23

Debtor **BH Sutton Mezz LLC**

Name

Case number (if known)

16-10455-SHL

3.33	Nonpriority creditor's name and mailing address Pillori Associates P.A. 333 Meadowlands Pkwy Ste 102 Secaucus, NJ 07094 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$150.00
3.34	Nonpriority creditor's name and mailing address Prime Alliance Group, Ltd. 229 Linwood Avenue Cedarhurst, NY 11516 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Loan</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$50,000.00
3.35	Nonpriority creditor's name and mailing address Rick Stafford Interstate 20 W36th St 10 Fl N New York, NY 10018 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$74,500.00
3.36	Nonpriority creditor's name and mailing address Rowan Williams Davies & Irwin 650 Woodlawn Road West N1K 1B8, Canada Guelph, ON Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$41,600.00
3.37	Nonpriority creditor's name and mailing address S.M. Berger Architecture P.C. PO Box 222113 Great Neck, NY 11022 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$29,812.50
3.38	Nonpriority creditor's name and mailing address Steve Meister, Esq. Meister Seelig & Fein LLP 125 Park Ave 7th Fl. New York, NY 10017 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$44,160.75
3.39	Nonpriority creditor's name and mailing address Systems Implementation Group 622 Third Avenue 33 Fl New York, NY 10017 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$28,489.58

Debtor **BH Sutton Mezz LLC**
NameCase number (if known) **16-10455-SHL**

3.40	Nonpriority creditor's name and mailing address The Law Firm of Elias Schwartz 343 Great Neck Road Great Neck, NY 11021 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$31,725.00
3.41	Nonpriority creditor's name and mailing address The Marino Organization Inc. 747 Third Ave 18th Fl New York, NY 10017 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$60,000.00
3.42	Nonpriority creditor's name and mailing address Thornton Tomasetti Inc. PO Box 781187 Philadelphia, PA 19178-1187 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$42,526.07
3.43	Nonpriority creditor's name and mailing address Tishman Construction Corp NY 100 Park Ave 5th Fl New York, NY 10017 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$80,000.00
3.44	Nonpriority creditor's name and mailing address Turner Construction Company 375 Hudson St New York, NY 10014 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,536.85
3.45	Nonpriority creditor's name and mailing address Van Deusen & Associates 120 Eagle Rock Ave ste 310 East Hanover, NJ 07936 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$5,000.00
3.46	Nonpriority creditor's name and mailing address Vanguard Construction Solutions LLC 1A Winston Way New Milford, CT 06776 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$16,625.00

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

Debtor **BH Sutton Mezz LLC**

Name

Case number (if known)

16-10455-SHL

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	AAI Architects P.C. Nick Zigomanis, Vice President 14 Wall Street- 2 Fl. New York, NY 10005	Line <u>3.1</u> <input type="checkbox"/> Not listed. Explain _____	—
4.2	Intralinks, Inc. Attn: Gary Urivetzky 150 East 42nd St New York, NY 10017	Line <u>3.17</u> <input type="checkbox"/> Not listed. Explain _____	—
4.3	Valer Enterprises, Inc. Michael Ashkenas 1170 Lincoln Ave Ste 1 Holbrook, NY 11741	Line <u>3.4</u> <input type="checkbox"/> Not listed. Explain _____	—

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts	
5a.	\$ <u>0.00</u>
5b. +	\$ <u>6,643,979.79</u>
5c.	\$ <u>6,643,979.79</u>

Fill in this information to identify the case:

Debtor name BH Sutton Mezz LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORKCase number (if known) 16-10455-SHL☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☒ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☐ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

Property

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.2 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.3 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

2.4 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract _____

Fill in this information to identify the case:

Debtor name **BH Sutton Mezz LLC**United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**Case number (if known) **16-10455-SHL**☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name

Mailing Address

Name

Check all schedules that apply:

2.1 Sutton 58 Owner LLC

500 West Putnam Avenue
Greenwich, CT 06830

AAI Architects PC

☐ D _____
☒ E/F 3.1
☐ G _____

2.2 Sutton 58 Owner LLC

500 West Putnam Avenue
Greenwich, CT 06830

JAL 58 LLC

☐ D _____
☒ E/F 3.19
☐ G _____

2.3 Sutton 58 Owner LLC

500 West Putnam Avenue
Greenwich, CT 06830

Adam Hakim

☐ D _____
☒ E/F 3.2
☐ G _____

2.4 Sutton 58 Owner LLC

500 West Putnam Avenue
Greenwich, CT 06830Belkin Burden Wenig
& Goldman☐ D _____
☒ E/F 3.3
☐ G _____

2.5 Sutton 58 Owner LLC

500 West Putnam Avenue
Greenwich, CT 06830

Bryan Cave LLP

☐ D _____
☒ E/F 3.4
☐ G _____

Debtor **BH Sutton Mezz LLC**

Case number (if known) **16-10455-SHL**

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor Column 2: Creditor

2.6	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Code Consultants Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
-----	----------------------------	---	------------------------------	--

2.7	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	ConEdison	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.6</u> <input type="checkbox"/> G _____
-----	----------------------------	---	------------------	--

2.8	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Control Point Associates Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.7</u> <input type="checkbox"/> G _____
-----	----------------------------	---	--------------------------------------	--

2.9	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Corcoran Sunshine	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.8</u> <input type="checkbox"/> G _____
-----	----------------------------	---	--------------------------	--

2.10	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Cosentini Consulting Engineers	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.9</u> <input type="checkbox"/> G _____
------	----------------------------	---	---------------------------------------	--

2.11	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	DeSimone Consulting	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.10</u> <input type="checkbox"/> G _____
------	----------------------------	---	----------------------------	---

2.12	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Douglas Elliman LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.11</u> <input type="checkbox"/> G _____
------	----------------------------	---	----------------------------	---

2.13	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Eastern Consolidated	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.12</u> <input type="checkbox"/> G _____
------	----------------------------	---	-----------------------------	---

Debtor **BH Sutton Mezz LLC**

Case number (if known) **16-10455-SHL**

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor Column 2: Creditor

2.14	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Eiseman Levine	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.13</u> <input type="checkbox"/> G _____
------	---------------------	---	----------------	---

2.15	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Entek Engineering LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.14</u> <input type="checkbox"/> G _____
------	---------------------	---	-----------------------	---

2.16	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	FP Architects New York Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.15</u> <input type="checkbox"/> G _____
------	---------------------	---	-----------------------------	---

2.17	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Herrick, Feinstein LLP	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.16</u> <input type="checkbox"/> G _____
------	---------------------	---	------------------------	---

2.18	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Intralinks Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.17</u> <input type="checkbox"/> G _____
------	---------------------	---	-----------------	---

2.19	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	J.J. Bonamsusa & Associates	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.18</u> <input type="checkbox"/> G _____
------	---------------------	---	-----------------------------	---

2.20	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	JAM Consultants Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.20</u> <input type="checkbox"/> G _____
------	---------------------	---	----------------------	---

2.21	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	James F. Capalino Assoc. Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.21</u> <input type="checkbox"/> G _____
------	---------------------	---	-------------------------------	---

Debtor **BH Sutton Mezz LLC**

Case number (if known) **16-10455-SHL**

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor Column 2: Creditor

2.22	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	JM2 Architecture P.C.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.22</u> <input type="checkbox"/> G _____
------	----------------------------	---	------------------------------	---

2.23	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Jones Lang LaSalle Americas	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.23</u> <input type="checkbox"/> G _____
------	----------------------------	---	------------------------------------	---

2.24	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Langan Engineering	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.24</u> <input type="checkbox"/> G _____
------	----------------------------	---	---------------------------	---

2.25	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	LJC Dismantling Corp	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.25</u> <input type="checkbox"/> G _____
------	----------------------------	---	-----------------------------	---

2.26	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Morrison & Foerster LLP	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.26</u> <input type="checkbox"/> G _____
------	----------------------------	---	------------------------------------	---

2.27	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Muchnick, Golieb & Golieb PC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.27</u> <input type="checkbox"/> G _____
------	----------------------------	---	---	---

2.28	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	New York Immigration Fund LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.28</u> <input type="checkbox"/> G _____
------	----------------------------	---	--------------------------------------	---

2.29	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	NRAI Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.29</u> <input type="checkbox"/> G _____
------	----------------------------	---	------------------	---

Debtor **BH Sutton Mezz LLC**

Case number (if known) **16-10455-SHL**

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor Column 2: Creditor

2.30	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	NYC Water Board	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.30</u> <input type="checkbox"/> G _____
2.31	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	OVE Arup & Partners PC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.31</u> <input type="checkbox"/> G _____
2.32	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Pembroke & Ives	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.32</u> <input type="checkbox"/> G _____
2.33	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Pillori Associates P.A.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.33</u> <input type="checkbox"/> G _____
2.34	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Prime Alliance Group, Ltd.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.34</u> <input type="checkbox"/> G _____
2.35	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Rick Stafford	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.35</u> <input type="checkbox"/> G _____
2.36	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Rowan Williams Davies & Irwin	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.36</u> <input type="checkbox"/> G _____
2.37	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	S.M. Berger Architecture P.C.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.37</u> <input type="checkbox"/> G _____

Debtor **BH Sutton Mezz LLC**

Case number (if known) **16-10455-SHL**

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor Column 2: Creditor

2.38	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Steve Meister, Esq.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.38</u> <input type="checkbox"/> G _____
2.39	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Systems Implementation Group	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.39</u> <input type="checkbox"/> G _____
2.40	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	The Law Firm of Elias Schwartz	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.40</u> <input type="checkbox"/> G _____
2.41	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	The Marino Organization Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.41</u> <input type="checkbox"/> G _____
2.42	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Thornton Tomasetti Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.42</u> <input type="checkbox"/> G _____
2.43	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Tishman Construction Corp NY	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.43</u> <input type="checkbox"/> G _____
2.44	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Turner Construction Company	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.44</u> <input type="checkbox"/> G _____
2.45	Sutton 58 Owner LLC	500 West Putnam Avenue Greenwich, CT 06830	Van Deusen & Associates	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.45</u> <input type="checkbox"/> G _____

Debtor **BH Sutton Mezz LLC**

Case number (if known) **16-10455-SHL**

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor Column 2: Creditor

2.46 **Sutton 58 Owner
LLC** **500 West Putnam Avenue
Greenwich, CT 06830**

**Vanguard
Construction**

☐ D _____

☒ E/F **3.46**

☐ G _____

Fill in this information to identify the case:

Debtor name **BH Sutton Mezz LLC**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**

Case number (if known) **16-10455-SHL**

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

12/15

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,225. (This amount may be adjusted on 4/01/16 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,225. (This amount may be adjusted on 4/01/16 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address
Relationship to debtor

Dates

Total amount of value

Reasons for payment or transfer

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

Debtor **BH Sutton Mezz LLC**Case number (if known) **16-10455-SHL**☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
-----------------------------	--------------------------	------	-------------------

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
-----------------------------	---	-----------------------	--------

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Sutton 58 Owner, LLC and BH Sutton Mezz LLC v. Sutton 58 Associates LLC 650832/16	Preliminary Injunction	New York Civil Supreme Court	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. Notice of Article 9 UCC Sale of Debtor's membership interest in Sutton 58 Owner LLC			<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
------------------------------	---	-------------	-------

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None.

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets—Real and Personal Property).		

Debtor **BH Sutton Mezz LLC**

Pg 34 of 38

Case number (if known) **16-10455-SHL****Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. LaMonica Herbst & Maniscalco LLP 3305 Jerusalem Avenue Ste 201 Wantagh, NY 11793		February 26, 2016	\$48,283.00
Email or website address			
Who made the payment, if not debtor? Prime Alliance Group, Ltd.			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
-------------------------	-----------------------------------	---------------------------	-----------------------

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
-----------------------------------	--	------------------------	-----------------------

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy From-To
---------	-------------------------------

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:
- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

Debtor **BH Sutton Mezz LLC**

Pg 35 of 38

Case number (if known) **16-10455-SHL**

Facility name and address

Nature of the business operation, including type of services
the debtor providesIf debtor provides meals
and housing, number of
patients in debtor's care**Part 9: Personally Identifiable Information**

16. Does the debtor collect and retain personally identifiable information of customers?

- ☐ No.
- ☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

- ☐ None
- | Financial Institution name and Address | Last 4 digits of account number | Type of account or instrument | Date account was closed, sold, moved, or transferred | Last balance before closing or transfer |
|--|---------------------------------|-------------------------------|--|---|
|--|---------------------------------|-------------------------------|--|---|

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

- ☐ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
---	--	-----------------------------	-----------------------

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

- ☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
---------------------------	-----------------------------------	-----------------------------	-----------------------

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

- ☐ None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the

Debtor **BH Sutton Mezz LLC**

Pg 36 of 38

Case number (if known) **16-10455-SHL**

medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	-------------------------------------	--------------------	----------------

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	---------------------------------------	-----------------------------	----------------

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	---------------------------------------	-----------------------------	----------------

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
-----------------------	-------------------------------------	--

25.1. Sutton 58 Owner LLC		Dates business existed EIN: 47-1095829
---------------------------	--	---

From-To

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Date of service From-To
26a.1. RESIG Bill Filon/Aina Sanchez-Lim 622 Third Avenue 33rd Fl New York, NY 10017	June 2015-Present

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

Debtor **BH Sutton Mezz LLC**Case number (if known) **16-10455-SHL**☐ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address

If any books of account and records are unavailable, explain why

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☐ No☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
BH Sutton Owner, LLC	c/o Joseph Beninati, Managing Member 500 Putnam Ave Ste 400 Greenwich, CT 06830	Member	100%
Herman Carlinsky	100 Ring Road West Unit 211 Garden City, NY 11530	President	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No☐ Yes. Identify below.**30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No☐ Yes. Identify below.

Name and address of recipient

Amount of money or description and value of property

Dates

Reason for providing the value

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☐ No☐ Yes. Identify below.

Debtor BH Sutton Mezz LLC

Pg 38 of 38

Case number (if known) 16-10455-SHL

Name of the parent corporation

Employer Identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 6, 2016/s/ Joseph Beninati

Signature of individual signing on behalf of the debtor

Joseph Beninati

Printed name

Position or relationship to debtor Managing MemberAre additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes